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February 21, 1990

16774

0-054A088

RECORDATION NO. _____ FILED 1625

FEB 23 1990 -2 05 PM

Secretary
Interstate Commerce Commission
Washington, D.C.

INTERSTATE COMMERCE COMMISSION

Dear Madam:

Enclosed for recordation pursuant to the provisions of Section 11303(a) of Title 49 of the United States Code and the rules and regulations thereunder are two (2) executed counter parts of a Bill of Sale dated as of February 22, 1990.

A general description of the railroad equipment covered by the enclosed document is:

DESIGNATION	DESCRIPTION	QUANTITY	CAR NUMBERS
	125 ton articulated double stack container cars-Maxi-Stack I	37	MAEX 100000 - 100036, inclusive.

The names and addresses of the parties to the enclosed document are:

BUYER: Westinghouse Credit Corporation
One Oxford Centre
Pittsburgh, PA 15219

SELLER: Gunderson, Inc.
4350 NW Front Street
Portland, OR 97210

A fee of \$ 15.00 is enclosed. Please return the originals and any copies not needed by the Commission for recordation to me.


A short summary of the document to appear in the Index follows:

Bill of Sale from Gunderson, Inc., to Westinghouse Credit Corporation dated February 22, 1990 covering thirty-seven (37) railroad cars, numbered MAEX 100000-100036, inclusive.

You are hereby authorized to deliver one copy of the Bill of Sale, with filing data noted thereon, following recordation, to the representative of Messrs. Sidley & Austin, who is delivering this letter and said enclosures to you.

MCCANN, GARLAND, RIDALL & BURKE

By


Michael J. Woodring

Enclosure
07LT35/77

BILL OF SALE

RECORDED NO. _____ FILED 1485
FEB 23 1990 16:27 PM
INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS THAT: Gunderson Inc. (the seller), for good and valuable consideration to it paid by Westinghouse Credit Corporation (the Purchaser):

1. Does hereby GRANT, BARGAIN, SELL, ASSIGN, TRANSFER AND SET OVER to the Purchaser, its successors and assigns, all of the Seller's right, title and interest in and to each of the following Items of Equipment as more particularly described in the invoice issued by the Seller to the Purchaser pursuant to the Purchase Order and Assignment of Purchase Order both dated December 18, 1989 TO HAVE AND TO HOLD the same unto the Purchaser, its successors and assigns, forever:

Thirty-seven (37) Maxi Stack Five Unit Container Cars
Lettered and Numbered:

MAEX 100000 thru MAEX 100036

2. Does hereby WARRANT that it is the lawful owner of said Items of Equipment and has good right to sell the same and that title to each Item of Equipment is on the date hereof free and clear of all claims, liens, security interests and encumbrances of any nature and that the Seller will defend such title.

3. Does REPRESENT that all component parts of each Item of Equipment were new and unused on the date purchased.

IN WITNESS WHEREOF, the Seller has caused this instrument to be executed by its duly authorized officer as of February 2, 1990.



Gunderson Inc.

Norris M. Webb
Assistant Secretary

Wm. J. ...
President



Gunderson Inc

4350 Northwest Front Avenue
Portland Oregon 97210
503 228 9281

February 21, 1990

To whom it may concern:

The attached counterparts, Bill of Sale pertaining to thirty-seven (37) Maxi I cars lettered and numbered MAEX 100000 thru MAEX 100036, are true and correct original copies.

SUBSCRIBED AND SWORN TO BEFORE ME

THIS 21st DAY OF February, 1990

Lois M. Emery
Notary Public for Oregon

MY COMMISSION EXPIRES MAY 16TH, 1991